

The Henley College Corporation

**GOVERNANCE & SEARCH COMMITTEE MEETING**

<b>MINUTES of the Meeting of the Governance &amp; Search Committee held on 3 April 2019 at 11.00</b>		
<b>Members present:</b>		
Trevor Watkins	Independent/Chair	
Brian Fennelly	Independent	
Satwant Deol	Principal	
Jeni Wood	Independent	
<b>In Attendance:</b>		
Jacky Gearey	Clerk	
<b>ITEM</b>	<b>AGENDA ITEMS</b>	<b>ACTION</b>
3.1	<b>Opening of Meeting and Welcome</b> The meeting opened at 10.56 and the chair thanked Jeni Wood for coming in at the last minute due to other members not being available.	
3.2	<b>Apologies for Absence</b> There was one absence: (i) David Welch – ill	
3.3	<b>Declaration of Interests</b> There were no declarations of interest.	
3.4	<b>Minutes of Previous Meeting</b> <b>Resolved: the Committee agreed that the minutes were an accurate record of the meeting of 6 March 2019 and the minutes were signed by the Chair.</b>	
3.5	<b>Matters Arising from the Minutes (including review of actions)</b> All actions have been closed off and there were no other matters arising.	
3.6	<b>Review of Corporation and Committee Membership:</b> (i) Progress on Recruitment Following the recent Governance & Search panel interviews of some prospective governors, the panel had been impressed by the quality of the candidates and what they could bring to the Board and after all interviews had been completed would then be making a decision regarding recommending successful applicants for nomination to the Board at the next Corporation meeting. In addition Charles Wiggin, a qualified accountant who is currently a co-opted member and the current Chair of the Finance & Resources (F&R) committee had agreed to become a member on the Board having already attended a meeting to discuss this. <b>Resolved that:</b> (i) <b>The successful applicants would be put forward for ratification as independent members at the next Board meeting subject to satisfactory references and DBS checks:</b>  (ii) Committee membership and special roles The committee discussed the composition of the sub committees and felt that pending confirmation the prospective candidates would be allocated to the F&R and QS committees based on their experience and skills sets and that Charles Wiggin would remain on F&R committee. <b>Resolved that:</b> (i) <b>The sub-committee membership list was received by the committee</b> (ii) <b>Pending ratification the following would go onto the committee detailed below:</b> (a) <b>Charles Wiggin to remain on F&amp; R</b>	
	11.20 - The Principal gave her apologies and left the meeting at due to another commitment	
3.7	<b>Review and Approval of Job Description of Corporation Member</b> The Clerk advised the committee that the Corporation is required not only under The English Colleges Foundation Code of Governance to define the role of key positions within the Corporation and state the expected time commitment but also under the current terms of	

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	<p>reference for this committee. The current job description for the role of Corporation Member/Governor and person was required to be reviewed for any amendments. The following amendments had been made:</p> <p><b>General Responsibilities:</b></p> <p>(i) The College's safeguarding policy was now the Safeguarding, Child Protection and Prevent policy.</p> <p><b>Time commitment:</b></p> <p>(i) Corporation meetings in future would take place on a week day evening</p> <p>The committee approved the job description and personal specification as presented and for it to go forward to the Board for approval.</p> <p><b>Resolved that:</b></p> <p>(i) <b>the Job Description and Personal Specification for a Corporation Member was received by the committee.</b></p> <p>(ii) <b>the Job Description and Personal Specification for a Corporation Member be recommended for approval by the Board</b></p>	
3.8	<p><b>Review Constitution of Board</b></p> <p>The Clerk advised the committee that in October 2015 the Instrument &amp; Articles had been amended to increase the number of members on the Board to 22 due to the rising number of committees that the College had and the need for members to service them as follows:</p> <ol style="list-style-type: none"> <li>i. up to 14 Independent members</li> <li>ii. up to and not more than 3 parent members</li> <li>iii. the Principal</li> <li>iv. at least one and not more than 3 staff members</li> <li>v. at least two and not more than 3 student members</li> </ol> <p>The current and future composition of the Board is:</p> <ol style="list-style-type: none"> <li>i. 8 Independent members – the possible appointment of 4 further independents shortly (making 12 however Steve Forward is retiring at the end of June) reducing the number to 11</li> <li>ii. 1 parent member – another to be recruited in September makes 2</li> <li>iii. the Principal</li> <li>iv. 2 staff members</li> <li>v. 2 student members – this is a continuous cycle every April.</li> </ol> <p>At the recent FE Commissioner's team visit, concern was expressed that there was an imbalance of independent members versus the combined numbers of staff, students, parents and Principal (all of whom have a vested interest in the College).</p> <p>Clause 25.1 Section C of the Standing Orders allows for the composition of the Board to be altered and therefore the Clerk is recommending that the Board to be reduced in size from 22 to 19 comprising of the following categories:</p> <ol style="list-style-type: none"> <li>1. up to 12 Independent members</li> <li>2. not more than 2 parent members</li> <li>3. the Principal</li> <li>4. at least one and not more than 2 staff members</li> <li>5. at least one and not more than 2 student members</li> </ol> <p><b>Resolved that:</b></p> <p>(i) <b>the report on the change of composition of the Henley Corporation was received by the committee</b></p> <p>(ii) <b>the Board be reduced in size to 19 members as detailed above</b></p> <p>(iii) <b>this change be put forward to the Board for approval</b></p>	
3.9	<p><b>Any Other Business</b></p> <p>There was no other business.</p>	
3.10	<p><b>Items to be taken forward to next Corporation Meeting for approval:</b></p> <ol style="list-style-type: none"> <li>(i) Nomination of new Governors</li> <li>(ii) Job Description and Personal Specification for a Corporation Member</li> <li>(iii) The composition of the Board be changed to 19 members</li> </ol>	Clerk
3.11	<p><b>Date and Time of Next Meeting</b></p>	

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	1. Next meeting 19 June 2019 at 11.00	
	<b>Close of Meeting</b> Meeting closed at 11.46	
	MINUTES of the meeting held on <b>3 April 2019</b> were agreed and accepted as a true and accurate record and signed by the Chair  ..... on .....	